

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	Chapter 11
BIG LOTS, INC., <i>et al.</i> ,	Case No. 24-11967 (JKS)
Debtors. <sup>1</sup>	(Jointly Administered)
	<b>Re: D.I. 1828, 1858</b>

**CERTIFICATION OF COUNSEL REGARDING ORDER APPROVING  
LEASE TERMINATION AGREEMENT**

The undersigned counsel to the above-captioned debtors and debtors in possession (the “**Debtors**”) hereby certify as follows:

1. On January 2, 2025, the Bankruptcy Court entered its *Order (I) Approving the Asset Purchase Agreement, (II) Authorizing and Approving the Sale of Certain of the Debtors' Assets Free and Clear of All Claims, Liens, Rights, Interests, Encumbrances, and Other Assumed Liabilities and Permitted Encumbrances, (III) Authorizing and Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief*[D.I. 1556] (the “**GBRP Sale Order**”<sup>2</sup>), pursuant to which, among other things, the Debtors sold substantially all of their assets to Gordon Brothers Retail Partners, LLC (“**GBRP**”), including

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<sup>1</sup> The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

<sup>2</sup> Capitalized terms used herein and not otherwise defined shall have the meanings ascribed thereto in the GBRP Sale Order.

“Designation Rights” with respect to certain leasehold interests, including the Lease (as defined below).

2. WRP Gateway LLC (“**WRP Gateway**”), as landlord, and Big Lots Stores – PNS, as lessee, are parties to a lease for non-residential real property located at 120 North Fair Ave., Yakima, Washington 98901 (the “**Lease**”).

3. In furtherance of the Designation Rights, GBRP and WRP Gateway have agreed to terminate the Lease in exchange for valuable consideration, as detailed in the lease termination agreement (the “**Lease Termination Agreement**”) included as Exhibit B to the *Notice of Filing of Third Post-Closing Designation Notice* [D.I. 1828].

4. This Court’s entry of an order approving the entirety of the Lease Termination Agreement is a condition precedent to the effectiveness of the Lease Termination Agreement.

5. To that end, on January 28, 2025, the Debtors filed the *Certification of Counsel Regarding Order Approving Lease Termination Agreement* [D.I. 1858], which attached a proposed form of order (the “**Proposed Order**”) approving the Lease Termination Agreement.

6. The parties have since revised the Proposed Order (the “**Revised Proposed Order**”) to incorporate comments received from the Court relating to the abandonment of property left on the premises.

7. The Revised Proposed Order is attached hereto as **Exhibit 1**.

8. Counsel for WRP Gateway and GBRP have reviewed the Revised Proposed Order and have agreed to its entry.

9. For the convenience of the Court and all parties in interest, a redline of the Revised Proposed Order against the Proposed Order filed at D.I. 1858 is attached hereto as **Exhibit 2.**

WHEREFORE, the Debtors respectfully request that the Court enter the Revised Proposed Order at its earliest convenience.

*[Signature page follows]*

Dated: February 4, 2025  
Wilmington, Delaware

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